

NATIONAL RAILROAD PASSENGER CORPORATION
BOARD OF DIRECTORS
MINUTES OF MEETING
OCTOBER 18, 2019

The Board of Directors of the National Railroad Passenger Corporation (Amtrak or Corporation) held a special conference call meeting on Friday, October 18, 2019. Board Members participating in the meeting were Anthony Coscia (Board Chairman), Jeff Moreland (Vice Chairman), Joel Szabat (Secretary of Transportation voting delegate for this meeting), Yvonne Burke, Chris Beall and Albert DiClemente.

Paul Nissenbaum (FRA Associate Administrator) participated in the meeting.

Stephen Gardner (Senior Executive Vice President, Chief Operating and Commercial Officer), Eleanor D. Acheson (Executive Vice President, Chief Legal Officer, General Counsel & Corporate Secretary), Tracie Winbigler (Executive Vice President, Chief Financial Officer), Ken Hylander (Executive Vice President, Chief Safety Officer), Scot Naparstek (Executive Vice President, Chief Operating Officer), DJ Stadtler (Executive Vice President, Chief Administration Officer) and Dennis Newman (Executive Vice President, Strategy & Planning) participated in the meeting.

Paul Vilter (Assistant Vice President, Amtrak Services), Carol Hanna (Vice President, Controller), Swati Sharma (Vice President, Treasurer), Laima Bashir (Vice President, Financial Planning & Analysis), William Herrmann (Vice President, Senior Managing Deputy General Counsel & Assistant Corporate Secretary), Michael Alexis (Senior Associate General Counsel) and Whitney Jordan (Associate General Counsel) also attended the meeting.

Mr. Coscia chaired the meeting. A quorum was confirmed, and Mr. Coscia called the meeting to order at 2:00 p.m. The minutes were recorded by Ms. Acheson and Mr. Herrmann.

Customer-Focused Facility Transformation

Mr. Stadtler briefed the Board on planning for the Customer-Focused Facility Transformation which will consolidate all of Amtrak's customer focused service functions in one location. Mr. Stadtler described efforts to identify appropriate real estate space on the Northeast Corridor and indicated that as planning develops Management will update the Board and eventually seek approval of any affirmative action to be taken. The Directors discussed the information that was provided and offered comments and asked questions.

Executive Personnel Action

Mr. Stadtler briefed the Board on an executive personnel action appointing, Steve Predmore, to the position of Executive Vice President, Chief Safety Officer. The directors discussed the candidate's qualifications and discussed how those skills will advance the Amtrak Safety program. The Directors requested that this matter be discussed with Mr. Beall as the Chair of the Safety and Security Committee and agreed to move forward subject to Mr. Beall's concurrence. After further discussion, Mr. DiClemente moved for a vote, seconded by Mr. Coscia, and the Board voted to adopt the following resolutions subject to Mr. Beall's concurrence:

WHEREAS, the position of Executive Vice President, Chief Safety Officer reports to the Senior Executive Vice President, Chief Operating and Commercial Officer, Stephen Gardner, and will be vacated upon the resignation of Ken Hylander by the end of calendar year 2019; and

WHEREAS, The Chief Safety Officer is an Officer of the Corporation and the Board of Directors (Board) Corporate Governance Policy requires incumbents to be elected to serve in that position by the Board of Directors; and

WHEREAS, Management has conducted a thorough screening and interview process and determined that Steve Predmore is an outstanding candidate for the position of Executive Vice President, Chief Safety Officer; and

WHEREAS, Mr. Predmore has extensive executive experience in transportation safety and the implementation of safety management systems; therefore, be it

RESOLVED, That the Board approves the election of Steve Predmore to the position of Executive Vice President and Chief Safety Officer in accordance with the terms and salary set forth in the Executive Summary.

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ADJOURNED

There being no further business, the Board meeting was adjourned at 3:00 p.m.

Eleanor D. Acheson

Eleanor D. Acheson
Corporate Secretary

William Herrmann

William Herrmann
Assistant Corporate Secretary